

RUCHI SOYA INDUSTRIES LIMITED
DIVIDEND DISTRIBUTION POLICY

The equity shares of Ruchi Soya Industries Limited ("Company") are listed on BSE Limited and National Stock Exchange of India Limited. Pursuant to the provisions of Regulation 43A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company adopts this Policy to comply with the requirements of the Listing Regulations.

The objective of this policy is to lay down the broad parameters and factors that will be taken into consideration by the Board of Directors of the Company for declaration of dividend.

The circumstances under which the shareholders of the Company may or may not expect dividend:

The Board will assess the Company's financial requirements, including present and future investment opportunities and other relevant factors to declare dividend.

The dividend for any financial year shall normally be paid out of the Company's profits for that year. This will be arrived at after providing for depreciation in accordance with the provisions of the Companies Act, 2013 ("the Act"). If circumstances require, the Board of Directors of the Company may also declare dividend out of accumulated profits of any previous financial year(s) in accordance with the provisions of the Act.

The financial parameters and other internal and external factors that shall be considered before declaration of dividend:

- Distributable surplus available as per the Act.
- The Company's liquidity position and future cash flow needs.
- Track record of dividends distributed by the Company.
- Prevailing Taxation Policy or any amendments expected thereof, with respect to dividend distribution.
- Capital expenditure and Investment requirements.
- Cost and availability of alternative sources of financing.
- Stipulations/ Covenants of loan agreements.
- Macroeconomic and business conditions in general.
- Any other relevant factors that the Board may deem fit to consider before declaring dividend.



Utilization of retained earnings:

Subject to applicable provisions of the Act, the Company's retained earnings shall be applied for:

- *Funding growth needs including working capital, capital expenditure, repayment of debt, etc.*
- Payment of dividend in future years.
- Issue of bonus shares/ Buyback etc.
- Any other permissible purpose.

Parameters that shall be adopted with regard to various classes of shares

- Preference shareholders shall receive Dividend at the fixed rate as per the terms of allotment and shall stand in priority to the equity shareholders for payment of Dividend.
- Equity shareholders shall be entitled for the Dividend, interim or final, if recommended by the Board of Directors and confirmed or approved by the shareholders of the Company, as the case may be. Equity Dividend shall stand second in priority after payment of Dividend to the Preference Shareholders, if any.

Review/Revision/Amendment to the Policy: The Board of Directors of the Company reserves the right to amend, alter and modify this Policy from time to time at its sole discretion in accordance with the provisions of the Act and Listing Regulations.

